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Hearing Date: January 14, 2009 at 10:00 a.m.

Attorneys for Hartford Investment Management Company,
The Hartford Floating Rate Fund, The Hartford High Yield Fund
and Hartford High Yield HLS Fund

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In Re:

LEHMAN BROTHERS HOLDINGS INC., et al.,
Debtors.

----- X
: Chapter 11
:
: Case No. 08-13555-JMP
:
: Jointly Administered
:
----- X

**OBJECTION BY HARTFORD INVESTMENT MANAGEMENT
COMPANY TO DEBTORS' MOTION TO ASSUME OR REJECT
CERTAIN OPEN TRADE CONFIRMATIONS**

Hartford Investment Management Company, on behalf of The Hartford Floating Rate Fund, The Hartford High Yield Fund and Hartford High Yield HLS Fund (collectively, the "Hartford Funds"), by and through its undersigned counsel, hereby objects to the Debtors' Motion to Assume or Reject Certain Open Trade Confirmations (DN 1541 and 2242), as modified by that certain Order entered on December 23, 2008 (DN 2364), and respectfully states as follows:

1. On or about August 26, 2008, one or more of the Hartford Funds agreed to enter into a trade with Lehman Commercial Paper, Inc. ("LCPI") of \$1,000,000.00 face value of debt

of Lyondellbassel at 82.25% (the "Lyondell Trade"). The Lyondell Trade was made with an expected "T+7" settlement date.

2. Notwithstanding the multiple efforts by the Hartford Funds to close and settle the Lyondell Trade, LCPI was either unable or unwilling to timely close the Lyondell Trade.

3. On September 15, 2008, Lehman Brothers Holdings, Inc. ("LBHI") and certain of its affiliates filed voluntary Chapter 11 petitions with this Court.

4. On October 5, 2008, LCPI filed its voluntary petition for relief under Chapter 11 with this Court. The Chapter 11 cases of LBHI, LCPI and their various affiliates (collectively, the "Debtors") are jointly administered.

5. Significantly, on November 6, 2008, the Debtors notified the Hartford Funds by email that the Lyondell Trade was being rejected. The subject of the email is titled "Lehman Trade Rejection Notification." The body of the email states:

Reference is made to LSTA Par/Near Par Trade Confirmation, LCPI sell Lyondellbasell for \$1,000,000.00 at 82.25% dated 08/26/08, (the "Trade Confirmation").

Please take notice that LCPI has made the determination to reject the Trade Confirmation in accordance with its rights under section 365 of the Bankruptcy Code.

[See Exhibit A annexed hereto].

6. On November 14, 2008, the Debtors filed the instant Motion to Assume or Reject Certain Open Trades (the "First Open Trades Motion") (DN 1541). Consistent with the prior Trade Rejection Notification that was received by and relied upon by the Hartford Funds, the

Lyondell Trade with the Hartford Funds was listed by the Debtors on Exhibit B (at page 2) to the Open Trades Motion as one of the "REJECTED TRADES." [See Exhibit B annexed hereto].

7. Further, consistent with the representations made by the Debtors in the Trade Rejection Notification and in Exhibit B to the First Open Trades Motion, on December 14, 2008, the Debtors filed a Notice of Amended Exhibits to the First Open Trades Motion and a Revised Proposed Order (DN 2206). Again, the Debtors represented to the Hartford Funds, to this Court and to the world that the Lyondell Trade was to be "REJECTED." [See Exhibit C annexed hereto].¹

8. Notably, neither the Creditors' Committee nor any other party in interest filed any objection to the Debtors' proposed rejection of the Lyondell Trade. Indeed, on December 15, 2008, the Creditors' Committee filed a pleading which whole-heartedly supported the Debtors' First Open Trades Motion, including the rejection of the Lyondell Trade included therein (*see* DN 2228).

9. Thereafter, without any further notice to the Hartford Funds, the Debtors submitted to this Court a proposed Order (which this Court ultimately entered on December 16, 2008 (DN 2258)), that stated the complete opposite! Instead of being rejected, the Lyondell trade was now listed as being assumed.

¹ The Debtors contend that they sent email notices to the Hartford Funds on December 3, 2008, which expressed an intention to assume the Lyondell Trade. Aside from being sent to improper addressees and containing inaccurate trade references, the Debtors' purported assumption email is belied by the Notice subsequently filed with the Court on December 14, 2008, which reaffirmed the Debtors' intention to reject the Lyondell Trade.

10. After counsel for the Hartford Funds notified counsel for the Debtors of the error made in the entered December 16, 2008 Order, the Debtors agreed to have a further Order entered deleting the assumption of the Lyondell Trade in the December 16 Order, and instead listing the Lyondell Trade as one to be assumed as part of the Debtors' "Second Open Trades Motion" filed December 15, 2008 (DN 2242). This interim correction was accomplished in the Order entered by this Court on December 23, 2008 (DN 2364), pursuant to which the Hartford Funds were granted until January 9, 2008, to file and serve an objection to the Debtors' change in position and now proposed assumption of the Lyondell Trade.

11. The Hartford Funds hereby object to the Debtors proposed assumption of the Lyondell Trade on the following grounds:

A. The Hartford Funds have been prejudiced by the Debtors' failure to close the Lyondell Trade in a timely manner and in accordance with industry custom and practice. The Debtors failed to respond to the Hartford Funds pre-petition requests to close the languishing Lyondell Trade. The Debtors, therefore, effectively repudiated the Lyondell Trade as matter of state law before they even filed for any bankruptcy relief. The Debtors are not entitled to assume a trade which was effectively terminated pre-petition.

B. The Hartford Funds will also be prejudiced by the Debtors belated and untimely assumption of the Lyondell Trade. The purchase of the Lyondell debt was originally negotiated at a price of 82.25% of face value. Lyondell debt instruments, however, are now trading at a significantly lower price. Indeed, Lyondell and its related entities have since filed their own Chapter 11 bankruptcy cases with this Court. The Debtors' failure to timely close the Lyondell Trade constitutes a material breach of contract which effectively resulted in an equitable

termination of the Lyondell Trade pre-petition and/or which cannot be cured post-petition due to the Debtors' laches and the resulting material prejudice to the Hartford Funds. Had the trade timely settled, the Hartford Funds would have been able to sell or hedge any losses with respect to the Lyondell Trade.

C. The Hartford Funds have also been prejudiced by their reliance upon the Debtors' express rejection of the Lyondell Trade in the Trade Rejection Notification dated November 6, 2008, the First Open Trades Motion dated November 14, 2008 and the Notice of Amended Exhibits to the First Open Trades Motion dated December 14, 2008 -- all of which expressly listed the Lyondell Trade as rejected.

D. The Debtors' proposed assumption of the Lyondell Trade will effectively destroy any set off rights which the Hartford Funds have against the Debtors with respect to other pre-petition transactions on which the Debtors have defaulted.²

E. Even if the Debtors are now allowed to assume the Lyondell Trade notwithstanding their thrice stated notice of rejection, the Debtors can only effectuate an assumption after curing all defaults and compensating the Hartford Funds for all pecuniary losses arising from those defaults. Pecuniary losses here, include, but are not limited to, compensating the Hartford Funds for the diminution in value of the Lyondell debt from the date the trade should have closed had the Debtors acted timely through the present, as well as any other benefits the Hartford Funds would have received had the Debtors not defaulted in failing to timely close the trade.

² The Hartford Funds have not yet completed their investigation into certain other transactions with the Debtors which may give rise to set off rights and expressly reserve all such rights.

F. The Debtors must also provide adequate assurances to the Hartford Funds that they are able to close the Lyondell Trade in a timely manner. The Debtors have not demonstrated that they have any Lyondell debt to trade.

12. The Hartford Funds have sent to the Debtors an initial, limited discovery request at the same time as the filing and service of this Objection. The Hartford Funds believe there may be significant issues of material fact that will need to be decided by the Court in connection with the Debtors' motion to assume the Lyondell Trade. Accordingly, the Hartford Funds reserve all of their rights (i) to seek more formal discovery from the Debtors with respect to the proposed assumption of the Lyondell Trade as provided for by Bankruptcy Rule 9014, (ii) to assert additional objections to the proposed assumption based upon any newly discovered facts, and (iii) to an evidentiary hearing by the Court to resolve all such issues of fact.

WHEREFORE, the Hartford Funds respectfully request that the Court enter an Order denying the Debtor's motion to assume the Lyondell Trade, together with such other and further relief in favor of the Hartford Funds as the Court deems just and proper.

Dated: White Plains, NY
January 9, 2009

Respectfully submitted,

**WILSON, ELSE, MOSKOWITZ,
EDELMAN & DICKER LLP**

By: /s/ Mark G. Ledwin
Mark G. Ledwin, Esq. (ML-6873)
3 Gannett Drive
White Plains, NY 10604
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Attorneys for Hartford Investment Management Company, The Hartford Floating Rate Fund, The Hartford High Yield Fund and Hartford High Yield HLS Fund

CERTIFICATE OF SERVICE

Mark G. Ledwin, an attorney duly admitted to practice law before this Court, hereby certifies that on the 9th day of January, 2009, I caused a true and correct copy of the foregoing Objection to be served via the Court's ECF System, and by Federal Express, upon each of the persons or entities listed below:

Hon. James M. Peck
United States Bankruptcy Court
One Bowling Green
New York, NY 10004

Jacqueline Marcus, Esq.
Weil Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153

Andy Velez-Rivera, Esq.
Office of the U.S. Trustee
33 Whitehall Street, 21st Floor
New York, NY 10004

Dennis F. Dunne, Esq.
Milbank Tweed Hadley & McCloy LLP
1 Chase Manhattan Plaza
New York, NY 10005

Dated: White Plains, NY
January 9, 2009

/s/ Mark G. Ledwin
Mark G. Ledwin, Esq. (ML-6873)

EXHIBIT A

From: yuting.chen@barclayscapital.com [mailto:yuting.chen@barclayscapital.com]
Sent: Thursday, November 06, 2008 6:12 PM
To: Edmonds, Pamela (HIMCO, FIN)
Subject: Lehman Trade Reject Notification

> Reference is made to LSTA Par/Near Par Trade Confirmation, LCPI sell
> Lyondellbasell for \$1,000,000.00 at 82.25% dated 08/26/08, (the "Trade
> Confirmation").
>
> Please take notice that LCPI has made the determination to reject the
> Trade Confirmation in accordance with its rights under section 365 of
> the Bankruptcy Code.
>
> Thanks and Regards,
> Tina Chen
> LEHMAN BROTHER HOLDING INC.
> THIS ELECTRONIC CORRESPONDENCE IS SENT TO YOU BY LEHMAN COMMERCIAL
> PAPER INC. A DEBTOR IN POSSESSION UNDER CH. 11 OF THE UNITED STATES
> BANKRUPTCY CODE (THE "DEBTOR"). THE DEBTOR IS IN NOT AFFILIATED IN
> ANY WAY WITH BARCLAYS CAPITAL OR ANY OF ITS AFFILIATES. PLEASE DIRECT
> ALL REPLIES TO THE DEBTOR.
>
>
>

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EXHIBIT B

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Jacqueline Marcus

Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

	X
In re	: Chapter 11 Case No.
	:
LEHMAN BROTHERS HOLDINGS INC., et al.,	: 08-13555 (JMP)
	:
Debtors.	: (Jointly Administered)
	:
	:
	X

**NOTICE OF DEBTORS' MOTION FOR AN ORDER PURSUANT TO SECTION
365 OF THE BANKRUPTCY CODE APPROVING THE
ASSUMPTION OR REJECTION OF OPEN TRADE CONFIRMATIONS**

PLEASE TAKE NOTICE that a hearing on the annexed Motion of Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtor, Lehman Commercial Paper Inc. ("LCPI," and together with LBHI, the "Debtors"), for entry of an order approving the assumption or rejection of certain open trade confirmations, all as more fully described in the Motion, will be held before the Honorable James M. Peck, United States Bankruptcy Judge, at the United States Bankruptcy Court, Alexander Hamilton Customs House, Courtroom 601, One Bowling Green, New York, New York 10004 (the "Bankruptcy Court"), on **December 3, 2008 at 10:00 a.m. (Prevailing Eastern Time)** (the "Hearing").

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure (the "Bankruptcy

Rules") and the Local Rules of the Bankruptcy Court for the Southern District of New York, shall set forth the name of the objecting party, the basis for the objection and the specific grounds thereof, shall be filed with the Bankruptcy Court electronically in accordance with General Order M-242 (which can be found at www.nysb.uscourts.gov) by registered users of the Bankruptcy Court's case filing system and by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with two hard copies delivered directly to Chambers), and shall be served upon: (i) the chambers of the Honorable James M. Peck, One Bowling Green, New York, New York 10004, Courtroom 601; (ii) Weil Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, Attn: Jacqueline Marcus, Esq., attorneys for the Debtors; (iii) the Office of the United States Trustee for the Southern District of New York (the "U.S. Trustee"), 33 Whitehall Street, 21st Floor, New York, New York 10004 Attn: Andy Velez-Rivera, Paul Schwartzberg, Brian Masumoto, Linda Riffkin, and Tracy Hope Davis; (iv) Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005, Attn: Dennis F. Dunne, Esq., Dennis O'Donnell, Esq., and Evan Fleck, Esq., attorneys for the official committee of unsecured creditors appointed in these cases; and (v) any person or entity with a particularized interest in the Motion, so as to be received no later than **November 28, 2008 at 4:00 p.m. (prevailing Eastern Time)** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that if an objection to the Motion is not received by the Objection Deadline, the relief requested shall be deemed unopposed, and the Bankruptcy Court may enter an order granting the relief sought without a hearing.

PLEASE TAKE FURTHER NOTICE that objecting parties are required to attend the Hearing, and failure to appear may result in relief being granted or denied upon default.

Dated: November 14, 2008
New York, New York

/s/ Jacqueline Marcus
Jacqueline Marcus

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors
and Debtors in Possession

EXHIBIT B

REJECTED TRADES

LCP	GENERAL MOTORS CORPORATION (6/16/03)	J P MORGAN	S	7/23/2008	USD	Rejected
LCP	GENERAL MOTORS CORPORATION (6/16/03)	METROPOLITAN WEST ASSET MGMT	B	4/22/2008	USD	Rejected
LCP	GENERAL MOTORS CORPORATION (6/16/03)	SOC GEN	B	8/19/2008	USD	Rejected
LCP	GENERAL MOTORS CORPORATION (6/16/03)	STARK MASTER FUND LTD.	B	6/2/2008	USD	Rejected
LCP	GEORGIA GULF (10/3/06)	K'S CAPITAL	S	7/30/2008	USD	Rejected
LCP	GEORGIA-PACIFIC CORP 1ST LIEN 12-20-05)	OTHE HILL PARTNERS LLC	B	7/30/2008	USD	Rejected
LCP	GOODYEAR TIRE & RUBBER 2ND LIEN(4-20-07)	SECURITY BENEFIT LIFE INS CO	B	7/30/2008	USD	Rejected
LCP	GOODYEAR TIRE & RUBBER 2ND LIEN(4-20-07)	DEUTSCHE BANK AG	B	9/8/2008	USD	Rejected
LCP	GREEKTOWN HOLDINGS,LLC (Term B Loan)	DEUTSCHE BANK AG	B	9/9/2008	USD	Rejected
LCP	GREEKTOWN HOLDINGS,LLC (Term B Loan)	BASSO CAPITAL MGMT (MASTER)	S	6/3/2008	USD	Rejected
LCP	HANGER ORTHOPEDIC 305MM (05-26-06)	DEUTSCHE BANK AG	B	6/2/2008	USD	Rejected
LCP	HANGER ORTHOPEDIC 305MM (05-26-06)	NORTHWOODS CAPITAL V LIMITED	B	9/2/2008	USD	Rejected
LCP	HAWAIIAN TELECOM COMMUNICATIONS (5/07) (Tranche C)	NORTHWOODS CAPITAL VII	B	9/2/2008	USD	Rejected
LCP	HAWAIIAN TELECOM COMMUNICATIONS (5/07) (Tranche C)	OPPENHEIMER FUNDS, INC. (MAST)	S	9/10/2008	USD	Rejected
LCP	HUNTSMAN INTL (8/16/05 AMENDED 4/19/07)	PIMCO ALLOCATION A/C	B	8/2/2008	USD	Rejected
LCP	ICONIX BRAND GROUP INC.	LOOMIS SAYLES & CO (MASTER)	B	9/12/2008	USD	Rejected
LCP	ICONIX BRAND GROUP INC.	STANFIELD CAPITAL PARTNERS LLC	B	9/4/2008	USD	Rejected
LCP	INTERGEN N.Y. \$15BN 07-31-07	SUNTRUST BANK	B	9/5/2008	USD	Rejected
LCP	LAS VEGAS SANDS LLC (5/23/07)	PRUDENTIAL M&G	S	9/11/2008	USD	Rejected
LCP	LEAR CORP A&R (4/25/06) (Revolver)	ROYAL BANK OF SCOTLAND	B	6/24/2008	USD	Rejected
LCP	LYONDELLBASELL INDUSTRIES, CITI-12/23/07	OOMERBANK AG	S	7/18/2008	USD	Rejected
LCP	LYONDELLBASELL INDUSTRIES, CITI-12/23/07	CLASSIC LOAN FUNDING LLC	B	6/18/2008	USD	Rejected
LCP	LYONDELLBASELL INDUSTRIES, CITI-12/23/07	HARTFORD INVESTMENT MGMT(MAST)	S	8/26/2008	USD	Rejected
LCP	LYONDELLBASELL INDUSTRIES, CITI-12/23/07	ORE HILL PARTNERS LLC	B	7/18/2008	USD	Rejected
LCP	M. FABRIKANT & SONS INC.	TOW ASSET MGMT CO (CA)	B	7/18/2008	USD	Rejected
LCP	MACH GEN LLC 1ST LIEN (2/22/07)	ONE EAST CAPITAL ADVISORS(MSTR)	B	4/11/2007	USD	Rejected
LCP	MANITOWOC COMPANY INC, THE (6-10-05)	HIGHLAND CAPITAL MGMT LP	B	9/2/2008	USD	Rejected
LCP	MARK IV TRANCHE B TERM	APPALOOSA INVESTMENT LTD (MASTER)	B	9/5/2008	USD	Rejected
LCP	MEG ENERGY CORP. (4/06)	CENTRE PACIFIC(MASTER)	B	8/20/2008	USD	Rejected
LCP	MEG ENERGY CORP. (4/06)	SUN CAPITAL	S	8/20/2008	USD	Rejected
LCP	MEG ENERGY CORP. (4/06)	KCCLO II PLC	S	8/14/2008	USD	Rejected
LCP	MIRANT NORTH AMERICA (1/3/06)	PUTNAM INVESTMENTS	B	8/28/2008	USD	Rejected
LCP	MIRANT INC. 12/20/07	PUTNAM INVESTMENTS	B	8/28/2008	USD	Rejected
LCP	MIRANT INC. 12/20/07	ARGENTUM LLC	B	8/11/2008	USD	Rejected
LCP	MIRANT INC. 12/20/07	HIGHLAND CAPITAL MGMT LP	S	8/7/2008	USD	Rejected
LCP	MIRANT INC. 12/20/07	HIGHLAND CAPITAL MGMT LP	S	8/7/2008	USD	Rejected
LCP	MIRANT INC. 12/20/07	MCDONNELL INVEST MGMT (MASTER)	S	8/11/2008	USD	Rejected
LCP	MIRANT INC. 12/20/07	OAKTREE CAPITAL MANAGEMENT, L.P.	B	8/7/2008	USD	Rejected
LCP	MIRANT INC. 12/20/07	STONE TOWER CAPITAL (MASTER)	B	8/11/2008	USD	Rejected
LCP	NATIONAL CINEMA MEDIA (2/07)	GOLDMAN SACHS INVEST PMTS MAS	S	8/29/2008	USD	Rejected
LCP	NATIONAL CINEMA MEDIA (2/07)	NATIONWIDE MUTUAL INSURANCE CO	B	7/1/2008	USD	Rejected
LCP	NORTHWEST AIRLINES \$1.050BN 08-21-06	SANKTY ADVISORS, INC.	B	9/1/2008	USD	Rejected
LCP	NORTHWEST AIRLINES \$1.050BN 08-21-06	WAVE MANAGEMENT GROUP	S	7/2/2008	USD	Rejected
LCP	NORTHWEST AIRLINES \$1.050BN 08-21-06	ABERDEEN ASSET MANAGEMENT	B	9/27/2008	USD	Rejected
LCP	NORTHWEST AIRLINES \$1.050BN 08-21-06	BANK OF AMERICA	B	7/29/2008	USD	Rejected
LCP	NORTHWEST AIRLINES \$1.050BN 08-21-06	SECURITY BENEFIT LIFE INS CO	B	16/01-01	USD	Rejected
LCP	FINNACLE FOODS FINANCE LLC	R2 TOPTI LTD	B	9/2/2008	USD	Rejected
LCP	PLASTECH ENGINEERED 1ST LIEN (2/12/07)	KNIGHTSBRIDGE 2007-1 CLO LTD	B	8/15/2008	USD	Rejected
LCP	QUEBECOR WORLD INC.	AVENUE CAPITAL MGMT (MASTER)	S	9/10/2008	USD	Rejected
LCP	QUEBECOR WORLD INC.	BANK OF AMERICA	S	4/22/2008	USD	Rejected
LCP	QUEBECOR WORLD INC.	BANK OF NOVA SCOTIA	B	5/28/2008	USD	Rejected
LCP	QUEBECOR WORLD INC.	CTIBANK, NY (MASTER)	B	5/6/2008	USD	Rejected
LCP	QUEBECOR WORLD INC.	CYRUS CAPITAL MANAGEMENT MST	B	5/30/2008	USD	Rejected
LCP	QUEBECOR WORLD INC.	DJ INVESTMENTS MASTER	S	4/7/2008	USD	Rejected
LCP	QUEBECOR WORLD INC.	FRR LOAN FUNDING TRUST	S	4/30/2008	USD	Rejected
LCP	QUEBECOR WORLD INC.	WACHOVIA BANK	S	5/28/2008	USD	Rejected
LCP	RAO HOLDINGS CORP.	STANFIELD CAPITAL PARTNERS LLC	B	6/19/2008	USD	Rejected
LCP	SEMCRUDE	GOLDMAN SACHS	B	7/1/2008	USD	Rejected
LCP	SEMCRUDE	ROYAL BANK OF SCOTLAND	S	8/6/2008	USD	Rejected
LCP	SEMCRUDE	WAYZATA INVESTMENT PTR (MASTER)	S	7/30/2008	USD	Rejected

EXHIBIT C

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New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Jacqueline Marcus

Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X-----
In re : Chapter 11 Case No.
LEHMAN BROTHERS HOLDINGS INC., *et al.* : 08-13555 (JMP)
Debtors. : (Jointly Administered)
-----X-----

**NOTICE OF FILING OF REVISED EXHIBITS AND REVISED
PROPOSED ORDER RELATING TO THE DEBTORS' MOTION
FOR AN ORDER PURSUANT TO SECTION 365 OF THE
BANKRUPTCY CODE APPROVING THE ASSUMPTION
OR REJECTION OF OPEN TRADE CONFIRMATIONS**

On November 14, 2008, Lehman Brothers Holdings Inc. (“LBHI”) and its affiliated debtor, Lehman Commercial Paper Inc. (“LCPI,” and together with LBHI, the “Debtors”) filed the Debtors’ Motion for an Order Pursuant to Section 365 of the Bankruptcy Code Approving the Assumption or Rejection of Open Trade Confirmations (the “Motion”) [Docket No. 1541].

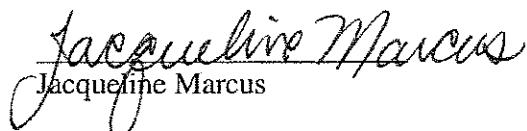
Attached hereto as Exhibit A, Exhibit B, and Exhibit C, respectively (collectively, the “Revised Exhibits”), are revised exhibits setting forth the list of

Assumed Trades,¹ Rejected Trades, and Amended Trades, together with blacklined copies that reflect changes made from the Exhibits that were filed with the Motion.

Attached hereto as Exhibit D is a revised proposed order (the “Revised Proposed Order”), together with a blacklined copy that reflects changes made from the proposed order that was filed with the Motion.

The Revised Exhibits and Revised Proposed Order are intended to replace the original Exhibits A, B, and C (the “Original Exhibits”) and the original proposed order to the Motion. The Debtors reserve the right to make further changes to the Revised Exhibits and/or the Revised Proposed Order.

Dated: December 14, 2008
New York, New York


Jacqueline Marcus

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors
and Debtors in Possession

¹ Terms used but not defined herein shall have the meanings ascribed to them in the Motion.

EXHIBIT B

REJECTED TRADES

Entity	Debt Item	Custodian Name	Lender	B/S	Trade Date	Credit	Status
LCPI	FAIRPOINT COMMUNICATIONS 3-11-08	STICHTING PENSIOENFONDS ABP		B	8/8/2008	USD	Rejected
LCPI	FRONTIER DRILLING 1ST LIEN (A&R 8/13/07)	ALCENTRA INC. (MASTER)		B	9/5/2008	USD	Rejected
LBH	GENERAL MOTORS CORPORATION 6/16/03	DEUTSCHE BANK AG NEW YORK BRANCH		B	1/14/2008	USD	Rejected
LCPI	GENERAL MOTORS CORPORATION (6/16/03)	METROPOLITAN WEST ASSET MGMT		B	4/22/2008	USD	Rejected
LCPI	GENERAL MOTORS CORPORATION (6/16/03)	SOC GEN		B	8/19/2008	USD	Rejected
LCPI	GEORGIA GULF (10/3/06)	STARK MASTER FUND LTD		B	6/2/2008	USD	Rejected
LCPI	GEORGIA-PACIFIC CORP 1ST LIEN 12-20-05	PROSPECT MOUNTAIN FUND LIMITED		B	7/30/2008	USD	Rejected
LCPI	GOODYEAR TIRE & RUBBER 2ND LIEN(4-20-07)	SECURITY INVESTORS LLC		B	9/3/2008	USD	Rejected
LCPI	GREEKTOWN HOLDINGS, LLC (Term B Loan)	DEUTSCHE BANK AG NEW YORK BRANCH		B	9/8/2008	USD	Rejected
LCPI	HANGER ORTHOPEDIC, 305MM (05-28-06)	DEUTSCHE BANK AG NEW YORK BRANCH		B	9/9/2008	USD	Rejected
LCPI	HANGER ORTHOPEDIC, 305MM (05-28-06)	NORTHWOODS CAPITAL V, LIMITED		B	6/2/2008	USD	Rejected
LCPI	HAWAIIAN TELCOM COMMUNICATIONS (5/07) (Tranche C)	PIMCO FLOATING RATE INCOME FUND		B	9/2/2008	USD	Rejected
LCPI	HUNTSMAN INT'L (B/16/05 AMENDED 4/19/07)	APOSTLE LOOMIS SAYLES CREDIT OPPORTUNITIES FUND		B	9/12/2008	USD	Rejected
LCPI	ICONIX BRAND GROUP, INC.	STANFIELD CAPITAL PARTNERS LLC		B	9/4/2008	USD	Rejected
LCPI	ICONIX BRAND GROUP, INC.	SUNTRUST BANK		B	9/5/2008	USD	Rejected
LCPI	LAS VEGAS SANDS LLC(5/29/07)	ROYAL BANK OF SCOTLAND		B	6/24/2008	USD	Rejected
LCPI	LYONDELLBASELL INDUSTRIES, CITI-12/20/07	CLASSIC 1 LOAN FUNDING LLC		B	6/18/2008	USD	Rejected
LCPI	LYONDELLBASELL INDUSTRIES, CITI-12/20/07	HARTFORD HIGH YIELD FUND		S	8/26/2008	USD	Rejected
LCPI	LYONDELLBASELL INDUSTRIES, CITI-12/20/07	HARTFORD HIGH YIELD HFS FUND		S	8/26/2008	USD	Rejected
LCPI	LYONDELLBASELL INDUSTRIES, CITI-12/20/07	PROSPECT MOUNTAIN FUND LIMITED		B	8/26/2008	USD	Rejected
LCPI	LYONDELLBASELL INDUSTRIES, CITI-12/20/07	VELOCITY CLO LTD		B	7/18/2008	USD	Rejected
LCPI	MACH GEN, LLC -ST LIEU (2/2/07)	ONE EAST CAPITAL ADVISORS(MSTR		B	7/18/2008	USD	Rejected
LCPI	MANTTOWOC COMPANY INC. THE (6-10-05)	HIGHLAND FLOATING RATE FUND		B	4/11/2007	USD	Rejected
LCPI	MARK IV FRANCHE B TERM	THOROUGHBRED FUND LP		B	9/2/2008	USD	Rejected
LCPI	MARSHALL & SONS INC.	SANGABRIEL CLO LTD		B	9/5/2008	USD	Rejected
LCPI	M.FABRIKANT & SONS INC.	SUN CAPITAL PARTNERS V (AV-1)		S	8/20/2008	USD	Rejected
LCPI	MEG ENERGY CORP. (4/06)	PUTNAM FLOATING RATE INCOME FUND		B	8/28/2008	USD	Rejected
LCPI	MIRANT NORTH AMERICA (1/3/06)	PUTNAM FLOATING RATE INCOME FUND		B	8/28/2008	USD	Rejected
LCPI	MYLAN INC. (2/20/07)	ARGENTUM LLC		B	8/28/2008	USD	Rejected
LCPI	NATIONAL CINEMA MEDIA (2/07)	MCDONNELL LOAN OPPORTUNITY LTD		B	8/11/2008	USD	Rejected
LCPI	NATIONAL CINEMA MEDIA (2/07)	SCOTIABANC INC.		B	8/7/2008	USD	Rejected
LCPI	NORTHWEST AIRLINES \$1.050BN 08-21-06	GOLDMAN SACHS CREDIT PARTNERS LP		B	8/11/2008	USD	Rejected
LCPI	NORTHWEST AIRLINES \$1.050BN 08-21-06	COURAGE CAPITAL MGMT		B	7/10/2008	USD	Rejected
LCPI	NORTHWEST AIRLINES \$1.050BN 08-21-06	DEUTSCHE BANK AG NEW YORK BRANCH		S	7/18/2008	USD	Rejected
LCPI	NORTHWEST AIRLINES \$1.050BN 08-21-06	NATIONWIDE MUTUAL INSURANCE CO		S	7/21/2008	USD	Rejected
LCPI	NORTHWEST AIRLINES \$1.050BN 08-21-06	SANKATY ADVISORS INC.		B	9/11/2008	USD	Rejected
LCPI	NORTHWEST AIRLINES \$1.050BN 08-21-06	WAVE MANAGEMENT GROUP		S	7/21/2008	USD	Rejected
LCPI	NRG ENERGY, INC. (2ND A&R 6/8/07)	ABERDEEN HIGH YIELD FIXED INCOME FUND		B	8/27/2008	USD	Rejected
LCPI	NTK (NORTEK) HOLDINGS, INC.(PK)	BANK OF AMERICA		B	9/11/2008	USD	Rejected
LCPI	NTK (NORTEK) HOLDINGS, INC.(PK)	BANK OF AMERICA		B	7/9/2008	USD	Rejected
LCPI	NTK (NORTEK) HOLDINGS, INC.(PK)	THLNORTEK (LUXEMBOURG) S.A.R.L		B	16/01-01	USD	Rejected
LCPI	OWENS ILLINOIS INC 6-14-06	SECURITY BENEFIT LIFE INS CO		S	9/3/2008	USD	Rejected
LCPI	PINNACLE FOODS FINANCE LLC	R2 TOP HAT, LTD		B	8/15/2008	USD	Rejected
LCPI	PLASTEC ENGINEERED 1ST LIEN (2/12/07)	KNIGHTSBRIDGE 2007-1 CLO LTD		B	9/10/2008	USD	Rejected
LCPI	QUEBECOR WORLD INC.	BANK OF AMERICA		B	5/29/2008	USD	Rejected
LCPI	QUEBECOR WORLD INC.	CITIBANK N.A. (MASTER)		S	5/30/2008	USD	Rejected
LCPI	QUEBECOR WORLD INC.	CYRUS CAPITAL MANAGEMENT MST		B	4/7/2008	USD	Rejected
LCPI	QUEBECOR WORLD INC.	DDJ TOTAL RETURN LOAN FUND, L.P.		S	4/30/2008	USD	Rejected
LCPI	QUEBECOR WORLD INC.	RRR LOAN FUNDING TRUST		S	5/28/2008	USD	Rejected
LCPI	QUEBECOR WORLD INC.	WACHOVIA BANK		B	6/19/2008	USD	Rejected